



Doc#: 0803041016 Fee: \$34.00  
Eugene "Gene" Moore RHSP Fee:\$10.00  
Cook County Recorder of Deeds  
Date: 01/30/2008 11:02 AM Pg: 1 of 6

~~PREPARED BY AND~~  
~~WHEN RECORDED RETURN TO:~~

WIRELESS CAPITAL PARTNERS, LLC  
11900 West Olympic Boulevard, Suite 400  
Los Angeles, California 90064  
Attn: Title Dept.  
WCP #72787

MEMORANDUM OF ASSIGNMENT

This MEMORANDUM OF ASSIGNMENT (this "Memorandum") is made as of December 21, 2007 between **Wireless Capital Partners, LLC**, a Delaware limited liability company ("Assignor"), whose address is 11900 W Olympic Blvd, Ste 400, Los Angeles, CA 90064, and **MW Cell REIT 1 LLC**, a Delaware limited liability company ("Assignee"), whose address is 11900 W Olympic Blvd, Ste 400, Los Angeles, CA 90064.

1. Assignor and First National Bank of Blue Island, as Trustee u/t/a 10-01-1981, Trust No. 81138, as Landlord, are parties to a Purchase and Sale of Lease and Successor Lease dated 8/27/2007 (the "Agreement"), a memorandum of which was recorded in Cook County, IL on 9/25/2007 in/as 0 726822049, relating to an interest in the real property described on attached Schedule A. Pursuant to an Assignment dated 9/14/2007, a memorandum of which was recorded in Cook County, IL on 10/18/2007 in/as 0 729106023, Assignor transferred and assigned all of its right, title and interest in and to the Agreement and the subject matter thereof including, without limitation, all amounts due and payable thereunder, to WCP Wireless Lease Subsidiary, LLC, a Delaware limited liability company ("WCPWLS").

Box 400 H&L

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2. Pursuant to an Assignment dated December 21, 2007 (the "Assignment"): (i) Assignor has transferred and assigned, and in confirmation thereof hereby transfers and assigns, all of its right, title and interest in and to the Agreement and the subject matter thereof including, without limitation, all amounts due and payable thereunder, to Assignee; and (ii) Assignee has assumed all liabilities of Assignor under the Agreement which accrue or relate to the period from and after the date hereof.


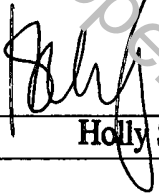
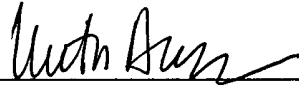
3. Assignor executes this Memorandum to provide constructive notice of the existence of the Assignment, and of Assignee's rights and obligations under the Assignment.

4. The terms and conditions of the Assignment are incorporated herein by reference as if set forth herein in full.

*[Signature page follows]*

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In witness whereof, the undersigned, pursuant to proper authority, has duly executed, sealed, acknowledged and delivered this instrument as of the day and year first above written.

<p><b>Witness #1 as to land in CT, DE, FL, GA, LA, PA &amp; SC and all other states:</b></p> <p>  Name: <u>                    <b>Jennifer Matkins</b>                    </u></p> <p><b>Witness #2 as to land in CT, DE, FL, GA, LA, PA &amp; SC:</b></p> <p>  Name: <u>                    <b>Holly Schilz</b>                    </u></p> <p><b>Notary Public as to land in GA &amp; LA:</b></p> <p>Name: _____  Title: Notary Public</p>	<p><b><u>ASSIGNOR:</u></b></p> <p><b>WIRELESS CAPITAL PARTNERS, LLC, a Delaware limited liability company</b></p> <p>By:   Name: Keith Drucker  Title: Authorized Officer</p>
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*[Acknowledgment follows]*

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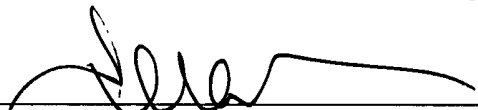
County of Los Angeles, State of California:

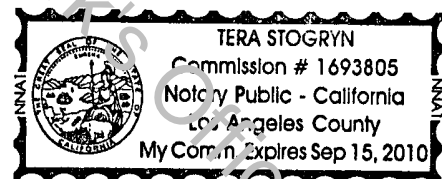
**Multi-State LLC (by Individual) Acknowledgment:**

On ~~December~~ <sup>December</sup>, 2007, before me, the undersigned officer, personally appeared Keith Drucker, who acknowledged himself / herself to me (or proved to me on the basis of satisfactory evidence) to be the Authorized Officer of the foregoing limited liability company (hereinafter, the "LLC"); and that as such officer, being duly authorized to do so pursuant to its bylaws or operating agreement, executed, subscribed and acknowledged the foregoing instrument for the purposes therein contained, by signing the name of the LLC by himself in his authorized capacity as such officer as his free and voluntary act and deed and the free and voluntary act and deed of said LLC. Witness my hand and official seal.

**Supplemental Acknowledgment pursuant to Uniform Acknowledgment Act and also prescribed form of CA Acknowledgment:**

On ~~December~~ <sup>December</sup>, 2007, before me, the undersigned, a Notary Public in and for said State, personally appeared Keith Drucker, personally known to me or proved to me on the basis of satisfactory evidence to be the individual(s) whose name(s) is subscribed to the within instrument and acknowledged to me that he executed the same in his authorized capacity, and that by his signature on the instrument, the individual(s), or the person upon behalf of which the individual(s) acted, executed the instrument. Witness my hand and official seal.

  
 \_\_\_\_\_  
 Notary Public **Tera Stogryn**



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**SCHEDULE A**  
**Legal Description**

**LOTS 1, 2 AND 5, IN SELECT SUBDIVISION, BEING A  
SUBDIVISION OF PART OF LOT 2 IN COUNTY CLERK'S  
DIVISION OF UNSUBDIVIDED LANDS IN THE NORTHEAST  
QUARTER OF SECTION 17, TOWNSHIP 36 NORTH, RANGE 14  
EAST OF THE THIRD PRINCIPAL MERIDIAN, IN COOK  
COUNTY, ILLINOIS.**

**WCP 72787**

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**Recorded by:**

Chicago Title #1207-0646 (Bluetooth)  
711 Third Ave, #500, NY, NY 10017  
(800) 525-2511

**Return to:**

Chicago Title #1207-0646 (Bluetooth)  
711 Third Ave, #500, NY, NY 10017  
(800) 525-2511

Property of Cook County Clerk's Office